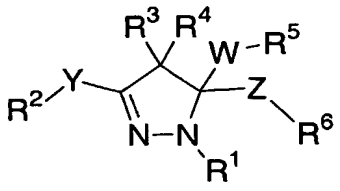
WHAT IS CLAIMED IS:

1. A compound of Formula I:



I

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0 to 2;
u is 1, 2, 3, 4 or 5;

R^1 is selected from:

1) $(C=X)C_1$-C_{10} alkyl,
2) (C=X)aryl,
3) $(C=X)C_2$-C_{10} alkenyl,
4) $(C=X)C_2$-C_{10} alkynyl,
5) $(C=X)C_3$-C_8 cycloalkyl,
6) (C=X)heterocyclyl,
7) $(C=X)NR^7R^8$,
8) $(C=X)OC_1$-C_{10} alkyl,
9) $SO_2NR^7R^8$,
10) SO_2C_1-C_{10} alkyl,
11) SO_2C_1-C_{10} aryl,
12) SO_2C_1-C_{10} heterocyclyl,
13) C_1-C_{10} alkyl,
14) aryl,
15) heteroaryl,
16) $(CH_2)_u(C=O)C_1$-C_{10} alkyl,

17) $(CH_2)_u(C=O)\ NR^7R^8$,

18) 3-pyrrolidinonyl, 3-piperidinonyl, 2-cyclopentanonyl, 2-cyclohexanonyl,

19) $(C=O)(C=O)C_1$-C_{10} alkyl,

20) $(C=O)(C=O)NR^7R^8$,

21) $(C=O)(C=O)O\ C_1$-C_{10} alkyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R^7; or

R^2 is selected from:

1) C_1-C_{10} alkyl,

2) aryl,

3) C_2-C_{10} alkenyl,

4) C_2-C_{10} alkynyl,

5) C_1-C_6 perfluoroalkyl,

6) C_1-C_6 aralkyl,

7) C_1-C_6 heteroaralkyl,

8) C_3-C_8 cycloalkyl, and

9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl, heteroaralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^7;

R^3, R^4, R^5 and R^6 are independently selected from:

1) H,

2) C_1-C_{10} alkyl,

3) aryl,

4) C_2-C_{10} alkenyl,

5) C_2-C_{10} alkynyl,

6) C_1-C_6 perfluoroalkyl,

7) C_1-C_6 aralkyl,

8) C_3-C_8 cycloalkyl, and

9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^7; or

R^3 and R^4, or R^5 and R^6, attached to the same carbon atom (W and Z are a bond) are combined to form $-(CH_2)_u-$ wherein one of the carbon atoms is optionally replaced by a moiety selected from O, $S(O)_m$, $-N(R^9)C(O)-$, and $-N(COR^{10})-$;

R^7 is:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^9R^{10}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^9R^{10}$,
14) oxo,
15) CHO,
16) $(N=O)R^9R^{10}$, or
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^8;

R^8 is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl, wherein r and s are independently 0 or 1,
2) $O_r(C_1$-$C_3)$perfluoroalkyl, wherein r is 0 or 1,
3) $(C_0$-$C_6)$alkylene-$S(O)_mR^a$, wherein m is 0, 1, or 2,
4) oxo,
5) OH,
6) halo,
7) CN,
8) $(C=O)_rO_s(C_2$-$C_{10})$alkenyl,

9) $(C=O)_rO_s(C_2\text{-}C_{10})$alkynyl,
10) $(C=O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
11) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
12) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
13) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
14) $C(O)R^a$,
15) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
16) C(O)H,
17) $(C_0\text{-}C_6)$alkylene-CO_2H,
18) $C(O)N(R^b)_2$,
19) $S(O)_mR^a$,
20) $S(O)_2NR^9R^{10}$, and
21) $C(NH)NH_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^9 and R^{10} are independently selected from:

1) H,
2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^8, or

R^9 and R^{10} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^8;

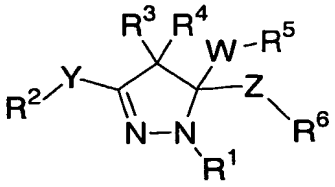
R^a is $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl; and

R^b is H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl or $S(O)_2R^a$;

X is selected from O and S;

Y, W and Z are independently selected from: a bond, C=O, C=S, $S(O)_n$, CH(OH) and O.

2. The compound according to Claim 1 of the Formula I:



I

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0 to 2;
u is 2, 3, 4 or 5;

R^1 is selected from:

1) $(C{=}X)C_1\text{-}C_{10}$ alkyl,
2) (C=X)aryl,

3) (C=X)C_2-C_{10} alkenyl,
4) (C=X)C_2-C_{10} alkynyl,
5) (C=X)C_3-C_8 cycloalkyl,
6) (C=X)heterocyclyl,
7) (C=X)NR^7R^8,
8) (C=X)OC_1-C_{10} alkyl,
9) $SO_2NR^7R^8$,
10) SO_2C_1-C_{10} alkyl,
11) SO_2C_1-C_{10} aryl,
12) SO_2C_1-C_{10} heterocyclyl,
13) C_1-C_{10} alkyl,
14) aryl,
15) heteroaryl,
16) $(CH_2)_u$(C=O)C_1-C_{10} alkyl,
17) $(CH_2)_u$(C=O) NR^7R^8,
18) 3-pyrrolidinonyl, 3-piperidinonyl, 2-cyclopentanonyl, 2-cyclohexanonyl,
19) (C=O)(C=O)C_1-C_{10} alkyl,
20) (C=O)(C=O)NR^7R^8,
21) (C=O)(C=O)O C_1-C_{10} alkyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R^7; or

R^2 is selected from:

1) C_1-C_{10} alkyl,
2) aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) C_1-C_6 perfluoroalkyl,
6) C_1-C_6 aralkyl,
7) C_1-C_6 heteroaralkyl,
8) C_3-C_8 cycloalkyl, and
9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl, heteroaralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^7;

R^3, R^4, R^5 and R^6 are independently selected from:

1) H,
2) C_1-C_{10} alkyl,
3) aryl,
4) C_2-C_{10} alkenyl,
5) C_2-C_{10} alkynyl,
6) C_1-C_6 perfluoroalkyl,
7) C_1-C_6 aralkyl,
8) C_3-C_8 cycloalkyl, and
9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^7; or

R^3 and R^4, or R^5 and R^6, attached to the same carbon atom (W and Z are a bond) are combined to form $-(CH_2)_u-$ wherein one of the carbon atoms is optionally replaced by a moiety selected from O, $S(O)_m$, $-N(R^9)C(O)-$, and $-N(COR^{10})-$;

R^7 is:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^9R^{10}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^9R^{10}$,

14) oxo,
15) CHO,
16) $(N=O)R^9R^{10}$, or
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^8;

R^8 is selected from:
1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl, wherein r and s are independently 0 or 1,
2) $O_r(C_1$-$C_3)$perfluoroalkyl, wherein r is 0 or 1,
3) $(C_0$-$C_6)$alkylene-$S(O)_mR^a$, wherein m is 0, 1, or 2,
4) oxo,
5) OH,
6) halo,
7) CN,
8) $(C=O)_rO_s(C_2$-$C_{10})$alkenyl,
9) $(C=O)_rO_s(C_2$-$C_{10})$alkynyl,
10) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,
12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl,
13) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$,
14) $C(O)R^a$,
15) $(C_0$-$C_6)$alkylene-CO_2R^a,
16) C(O)H,
17) $(C_0$-$C_6)$alkylene-CO_2H,
18) $C(O)N(R^b)_2$,
19) $S(O)_mR^a$, and
20) $S(O)_2NR^9R^{10}$,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1$-$C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1$-C_6 alkyl, oxo, and $N(R^b)_2$;

R^9 and R^{10} are independently selected from:
1) H,

2) $(C=O)O_bC_1$-C_{10} alkyl,
3) $(C=O)O_bC_3$-C_8 cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) C_1-C_{10} alkyl,
7) aryl,
8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^8, or

R^9 and R^{10} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^8;

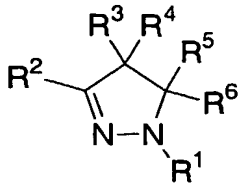
R^a is $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, or heterocyclyl; and

R^b is H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl or $S(O)_2R^a$;

X is selected from O and S;

Y, W and Z are independently selected from: a bond, C=O, C=S, $S(O)_n$, CH(OH) and O.

3. A compound of the Formula II,



II

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0 to 2;

R^1 is selected from:

1) $(C=O)C_1$-C_{10} alkyl,
2) (C=O)aryl,
3) $(C=O)C_2$-C_{10} alkenyl,
4) $(C=O)C_2$-C_{10} alkynyl,
5) $(C=O)C_3$-C_8 cycloalkyl,
6) (C=O)heterocyclyl,
7) $(C=O)OC_1$-C_{10} alkyl,
8) $(C=O)NR^7R^8$,
9) $SO_2NR^7R^8$,
10) SO_2C_1-C_{10} alkyl,
11) SO_2C_1-C_{10} aryl,
12) SO_2C_1-C_{10} heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, and heterocyclyl is optionally substituted with one or more substituents selected from R^7; or

R^2 is selected from:

1) C_1-C_{10} alkyl,
2) aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,

5) C_1-C_6 perfluoroalkyl,
6) C_1-C_6 aralkyl,
7) C_3-C_8 cycloalkyl, and
8) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^7;

R^3, R^4, R^5 and R^6 are independently selected from:

1) H,
2) C_1-C_{10} alkyl,
3) aryl,
4) C_2-C_{10} alkenyl,
5) C_2-C_{10} alkynyl,
6) C_1-C_6 perfluoroalkyl,
7) C_1-C_6 aralkyl,
8) C_3-C_8 cycloalkyl, and
9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^7;

R^7 is:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^9R^{10}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^9R^{10}$,

14) oxo,
15) CHO,
16) $(N=O)R^9R^{10}$, or
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^8;

R^8 is selected from:
1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl, wherein r and s are independently 0 or 1,
2) $O_r(C_1$-$C_3)$perfluoroalkyl, wherein r is 0 or 1,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2$-$C_{10})$alkenyl,
8) $(C_2$-$C_{10})$alkynyl,
9) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,
10) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl,
12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0$-$C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0$-$C_6)$alkylene-CO_2H, and
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2NR^9R^{10}$

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1$-$C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1$-C_6 alkyl, oxo, and $N(R^b)_2$;

R^9 and R^{10} are independently selected from:
1) H,

2) $(C=O)O_bC_1$-C_{10} alkyl,
3) $(C=O)O_bC_3$-C_8 cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) C_1-C_{10} alkyl,
7) aryl,
8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^8, or

R^9 and R^{10} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocylcic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^8;

R^a is $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, or heterocyclyl; and

R^b is H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl or $S(O)_2R^a$.

4. The compound according to Claim 3 or a pharmaceutically acceptable salt or stereoisomer thereof, wherein:

R^1 is selected from:
1) $(C=O)C_1$-C_{10} alkyl,
2) $(C=O)$aryl,
3) $(C=O)C_3$-C_8 cycloalkyl,
4) $(C=O)$heterocyclyl,

5) $(C=O)OC_1$-C_{10} alkyl,

6) $SO_2NR^7R^8$, and

7) SO_2C_1-C_{10} alkyl,

said alkyl, aryl, cycloalkyl, and heterocyclyl is optionally substituted with one, two or three substituents selected from R^7;

R^2 is selected from:

1) C_1-C_{10} alkyl,

2) aryl, and

3) heteroaryl,

said alkyl, aryl and heteroaryl is optionally substituted with one or more substituents selected from R^7;

R^3 and R^4 are independently selected from:

1) H, and

2) C_1-C_{10} alkyl,

said alkyl is optionally substituted with one or more substituents selected from R^7; and

R^5 and R^6 are independently selected from:

1) H,

2) C_1-C_{10} alkyl,

3) aryl, and

4) heterocyclyl,

said alkyl, aryl and heterocyclyl is optionally substituted with one or more substituents selected from R^7;

and R^7, R^8, R^9, R^{10}, R^a and R^b are as described in Claim 2.

5. The compound according to Claim 4, or the pharmaceutically acceptable salt or stereoisomer thereof, wherein R^2 is phenyl, optionally substituted with one or two substittuents selected from R^7.

6. A compound selected from:

3-[1-acetyl-3-(2-chlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[3-(2-chlorophenyl)-1-isobutyryl-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-acetyl-3-(2-chlorophenyl)-5-methyl-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-acetyl-3-(2,5-difluorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Acetyl-3-(2-fluorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Acetyl-3-(3-bromophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Acetyl-3-(2,3-dichlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Acetyl-3-(2,5-dichlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Propionyl-3-(2-chlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Isobutyryl-3-(2-chlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

1-Acetyl-3-(2-chlorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazole

1-Acetyl-3-(3-chlorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazole

1-Acetyl-3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazole

1-Acetyl-3-(4-fluoro-3-hydroxyphenyl)-5-phenyl-4,5-dihydro-1H-pyrazole

1-{[3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]carbonyl}piperazine

3-(2,5-difluorophenyl)- N,N-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-(3-hydroxyphenyl)-N,N-dimethyl-4,5-dihydro-1H-pyrazole-1-carboxamide

4-{[3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]carbonyl}morpholine

3-[3-(2,5-difluorophenyl)-1-(morpholin-4-ylcarbonyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-(2,5-difluorophenyl)- N,N-diethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-phenyl-1-(pyrrolidin-1-ylcarbonyl)-4,5-dihydro-1H-pyrazole

3-[3-(2-fluoro-5-methylphenyl)-1-(pyrrolidin-1-ylcarbonyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

1-(azetidin-1-ylcarbonyl)-3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazole

3-[1-(azetidin-1-ylcarbonyl)-3-(5-chloro-2-fluorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

1-(1-{[3-(5-chloro-2-fluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]carbonyl}piperidin-2-yl)-N,N-dimethylmethanamine

3-(2,5-difluorophenyl)-1,5-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole

1-acetyl-3-(2,5-difluorophenyl)-5-methyl-5-phenyl-4,5-dihydro-1H-pyrazole

3-(2,5-difluorophenyl)-N,5-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-N,N,5-trimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-ethyl-N-methyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-(hydroxymethyl)-N-methyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-methyl-5-phenyl-1-(pyrrolidin-1-ylcarbonyl)-4,5-dihydro-1H-pyrazole

3-(2,5-difluorophenyl)-1-(2,5-dihydro-1H-pyrrol-1-ylcarbonyl)-5-methyl-5-phenyl-4,5-dihydro-1H-pyrazole

3-(2,5-difluorophenyl)-1,5-dimethyl-5-(3-hydroxyphenyl)-4,5-dihydro-1H-pyrazole

ethyl [3-(2,5-difluorophenyl)-5-methyl-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]acetate

ethyl [3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]acetate

ethyl 2-[3-(2,5-difluorophenyl)-5-methyl-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]propanoate

3-[3-(2,5-difluorophenyl)-1-(morpholin-4-ylcarbonyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propan-1-amine
3-(2,5-difluorophenyl)-1-(methylsulfonyl)-5-phenyl-4,5-dihydro-1H-pyrazole

3-(2,5-difluorophenyl)-5-[3-(dimethylamino)propyl]-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-N-ethyl-5-{3-[(1H-imidazol-2-ylcarbonyl)amino]propyl}-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-(2-aminoethyl)-3-(2,5-difluorophenyl)-N-methyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-(3-aminopropyl)-3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-(3-aminobutyl)-3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-[3-(benzoylamino)propyl]-3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-[4-(dimethylamino)butyl]-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-[4-(dimethylnitroryl)but-1-yl]-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-[4-(benzylamino)butyl]-3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-5-{4-[(pyridin-4-ylmethyl)amino]butyl}-4,5-dihydro-1H-pyrazole-1-carboxamide

3-[1-(azetidin-1-ylcarbonyl)-3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propan-1-ol

3-[1-(azetidin-1-ylcarbonyl)-3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propan-1-amine

3-[3-(5-chloro-2-fluorophenyl)-1-(2,5-dihydro-1H-pyrrol-1-ylcarbonyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propan-1-ol

3-[3-(5-chloro-2-fluorophenyl)-1-(2,5-dihydro-1H-pyrrol-1-ylcarbonyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propan-1-amine

3-[3-(5-chloro-2-fluorophenyl)-1-(morpholin-4-ylcarbonyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propan-1-amine

N-{3-[3-(2,5-difluorophenyl)-1-(morpholin-4-ylcarbonyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propyl}guanidine

5-(3-amino-3-phenylpropyl)-3-(2,5-difluorophenyl)-N,N-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-[3-(2,5-difluorophenyl)-5-phenyl-1-(pyrrolidin-1-ylcarbonyl)-4,5-dihydro-1H-pyrazol-5-yl]-1-methylpropylamine

3-[3-(2,5-difluorophenyl)-5-phenyl-1-(pyrrolidin-1-ylcarbonyl)-4,5-dihydro-1H-pyrazol-5-yl]-1-(trifluoromethyl)propylamine

1-acetyl-3-(2,5-difluorophenyl)-4-methyl-5-phenyl-4,5-dihydro-1H-pyrazole

or a pharmaceutically acceptable salt or stereoisomer thereof.

7. A compound selected from:

1-{[3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]carbonyl}piperazine TFA salt,

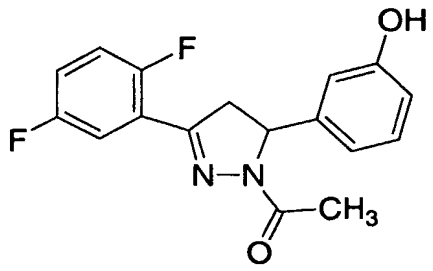
3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-5-{4-[(pyridin-4-ylmethyl)amino]butyl}-4,5-dihydro-1H-pyrazole-1-carboxamide bis TFA salt,

3-[3-(5-chloro-2-fluorophenyl)-1-(2,5-dihydro-1H-pyrrol-1-ylcarbonyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propan-1-amine hydrochloride salt, and

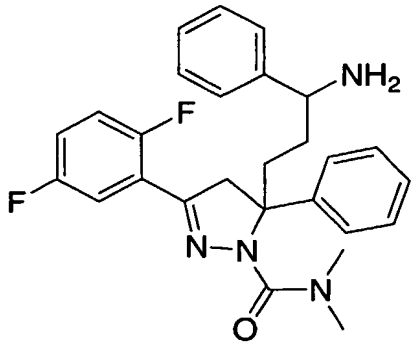
N-{3-[3-(2,5-difluorophenyl)-1-(morpholin-4-ylcarbonyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propyl}guanidine TFA salt.

8. The compound according to Claim 6 which is selected from:

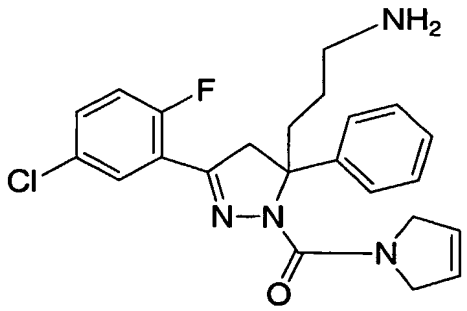
3-[1-acetyl-3-(2,5-difluorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol



3-(2,5-difluorophenyl)-5-(3-hydroxy-3-phenylpropyl)-N,N-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

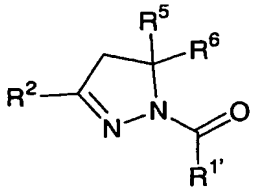


3-[3-(5-chloro-2-fluorophenyl)-1-(2,5-dihydro-1H-pyrrol-1-ylcarbonyl)-5-phenyl-4,5-dihydro-1H-pyrazol-5-yl]propan-1-amine

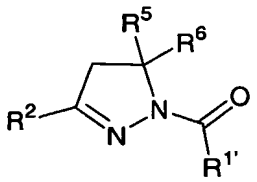


or a pharmaceutically acceptable salt or stereoisomer thereof.

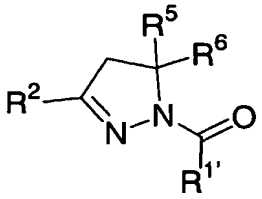
9. A compound selected from:

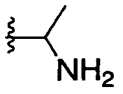
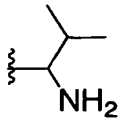
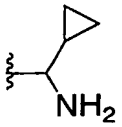
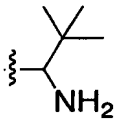
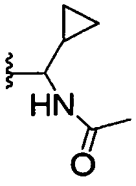


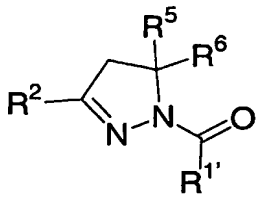
R^2	R^5	R^6	$R^{1'}$
2,5-dichlorophenyl	H	Ph	NMe_2
2-fluoro-5-cyanophenyl	H	Ph	NMe_2
2-fluoro-5-bromophenyl	H	Ph	NMe_2
2-fluoro-5-hydroxymethylphenyl	H	Ph	NMe_2
2-fluoro-5-chlorophenyl	H	Ph	NMe_2
2-fluoro-5-nitrophenyl	H	Ph	NMe_2
4-pyridyl	H	Ph	NMe_2
3-pyridyl	H	Ph	NMe_2
2-pyridyl	H	Ph	NMe_2
isopropyl	H	Ph	NMe_2
tert-butyl	H	Ph	NMe_2
cyclopropyl	H	Ph	NMe_2
isobutyl	H	Ph	NMe_2
1- imidazolyl	H	Ph	NMe_2
2-imidazolyl	H	Ph	NMe_2
2- thiazolyl	H	Ph	NMe_2

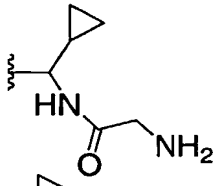
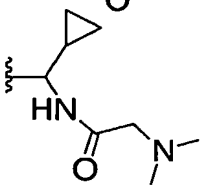
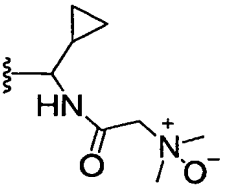
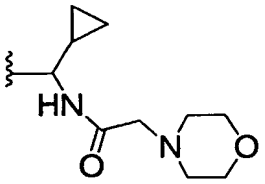
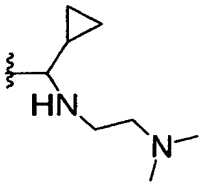


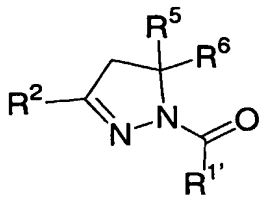
R^2	R^5	R^6	$R^{1'}$
2-oxazolyl	H	Ph	NMe_2
3-isoxazolyl	H	Ph	NMe_2
2-furanyl	H	Ph	NMe_2
3-furanyl	H	Ph	NMe_2
2,5-difluorophenyl	H	3-hydroxyphenyl	NMe_2
2,5-difluorophenyl	H	4-hydroxyphenyl	NMe_2
2,5-difluorophenyl	H	3-aminophenyl	NMe_2
2,5-difluorophenyl	H	3-(acetylamino)phenyl	NMe_2
2,5-difluorophenyl	H	3-carboxyphenyl	NMe_2
2,5-difluorophenyl	H	3-tetrazolylphenyl	NMe_2
2,5-difluorophenyl	H	4-pyridyl	NMe_2
2,5-difluorophenyl	H	3-pyridyl	NMe_2
2,5-difluorophenyl	H	2-pyridyl	NMe_2
2,5-difluorophenyl	H	2-pyrimidinyl	NMe_2
2,5-difluorophenyl	H	6-indolyl	NMe_2
2,5-difluorophenyl	H	4-indolyl	NMe_2
2,5-difluorophenyl	H	6-benzimidazolyl	NMe_2
2,5-difluoropheny	H	1-imidazolyl	NMe_2

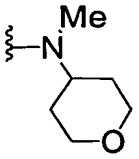
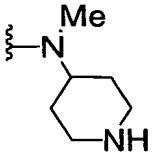
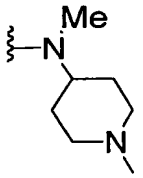
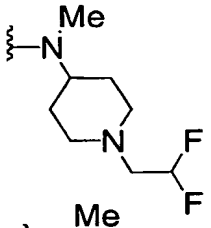
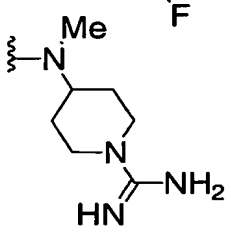


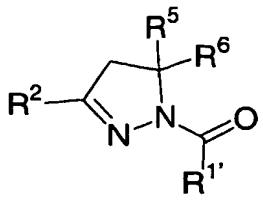
R^2	R^5	R^6	$R^{1'}$
2,5-difluorophenyl	H	2-imidazolyl	NMe_2
2,5-difluorophenyl	H	2- thiazolyl	NMe_2
2,5-difluorophenyl	H	2-oxazolyl	NMe_2
2,5-difluorophenyl	H	3-isoxazolyl	NMe_2
2,5-difluorophenyl	H	2-furanyl	NMe_2
2,5-difluorophenyl	H	3-furanyl	NMe_2
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	

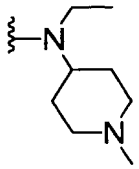
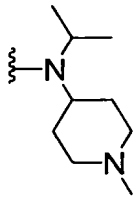
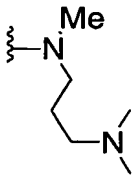
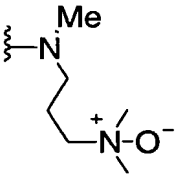
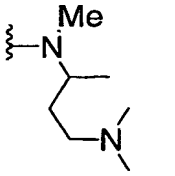


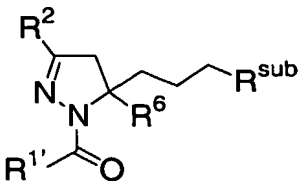
R^2	R	R^6	$R^{1'}$
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	

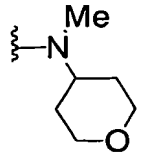
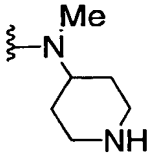
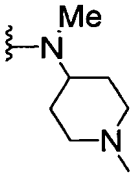
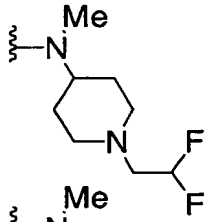
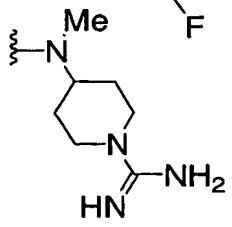


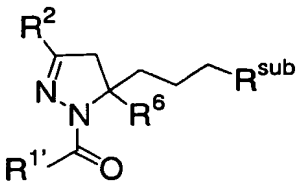
R^2	R^5	R^6	$R^{1'}$
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	

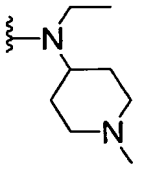
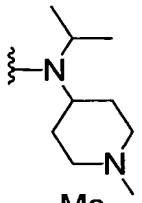
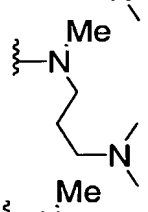
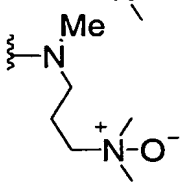
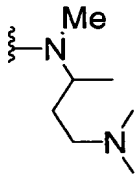


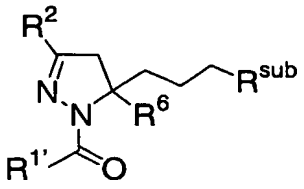
R^2	R^5	R^6	$R^{1'}$
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	

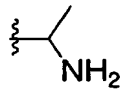
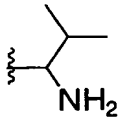
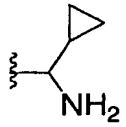
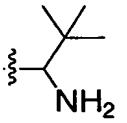
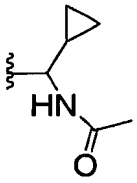


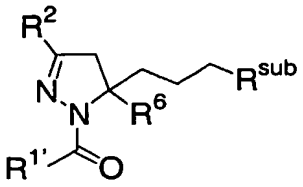
R^2	R^{sub}	R^6	$R^{1'}$
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	

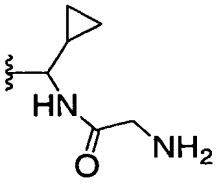
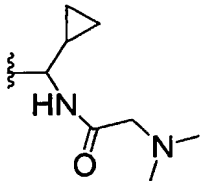
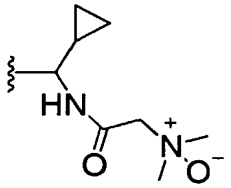
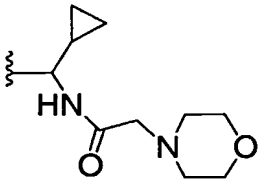
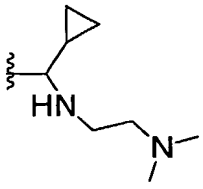


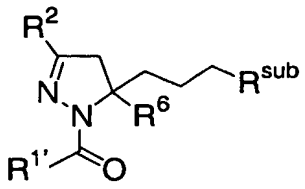
R^2	R^{sub}	R^6	$R^{1'}$
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	



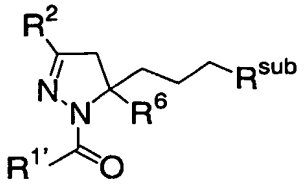
R^2	R^{sub}	R^6	$R^{1'}$
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	



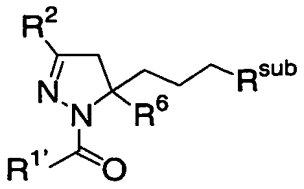
R^2	R^{sub}	R^6	$R^{1'}$
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	



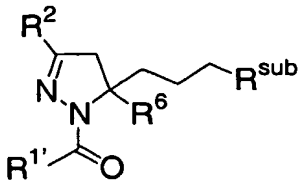
R^2	R^{sub}	R^6	$R^{1'}$
2,5-difluorophenyl	NH_2	3-hydroxyphenyl	NMe_2
2,5-difluorophenyl	NH_2	4-hydroxyphenyl	NMe_2
2,5-difluorophenyl	NH_2	3-aminophenyl	NMe_2
2,5-difluorophenyl	NH_2	3-(acetylamino)phenyl	NMe_2
2,5-difluorophenyl	NH_2	3-carboxyphenyl	NMe_2
2,5-difluorophenyl	NH_2	3-tetrazolylphenyl	NMe_2
2,5-difluorophenyl	NH_2	4-pyridyl	NMe_2
2,5-difluorophenyl	NH_2	3-pyridyl	NMe_2
2,5-difluorophenyl	NH_2	2-pyridyl	NMe_2
2,5-difluorophenyl	NH_2	2-pyrimidinyl	NMe_2



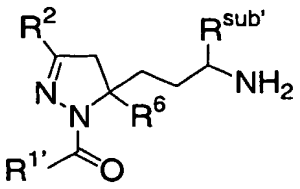
R^2	R^{sub}	R^6	$R^{1'}$
2,5-difluorophenyl	NH_2	6-indolyl	NMe_2
2,5-difluorophenyl	NH_2	4-indolyl	NMe_2
2,5-difluorophenyl	NH_2	6-benzimidazolyl	NMe_2
2,5-difluorophenyl	NH_2	1- imidazolyl	NMe_2
2,5-difluorophenyl	NH_2	2-imidazolyl	NMe_2
2,5-difluorophenyl	NH_2	2- thiazolyl	NMe_2
2,5-difluorophenyl	NH_2	2-oxazolyl	NMe_2
2,5-difluorophenyl	NH_2	3-isoxazolyl	NMe_2
2,5-difluorophenyl	NH_2	2-furanyl	NMe_2
2,5-difluorophenyl	NH_2	3-furanyl	NMe_2



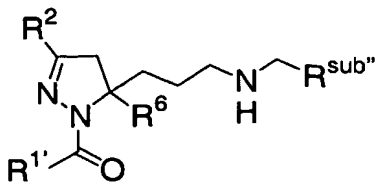
R^2	R^{sub}	R^6	$R^{1'}$
2,5-dichlorophenyl	NH_2	Ph	NMe_2
2-fluoro-5-cyanophenyl	NH_2	Ph	NMe_2
2-fluoro-5-bromophenyl	NH_2	Ph	NMe_2
2-fluoro-5-hydroxymethylphenyl	NH_2	Ph	NMe_2
2-fluoro-5-chlorophenyl	NH_2	Ph	NMe_2
2-fluoro-5-nitrophenyl	NH_2	Ph	NMe_2
4-pyridyl	NH_2	Ph	NMe_2
3-pyridyl	NH_2	Ph	NMe_2
2-pyridyl	NH_2	Ph	NMe_2



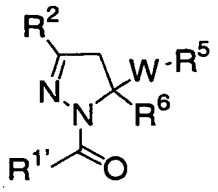
R^2	R^{sub}	R^6	$R^{1'}$
isopropyl	NH_2	Ph	NMe_2
tert-butyl	NH_2	Ph	NMe_2
cyclopropyl	NH_2	Ph	NMe_2
isobutyl	NH_2	Ph	NMe_2
1- imidazolyl	NH_2	Ph	NMe_2
2-imidazolyl	NH_2	Ph	NMe_2
2- thiazolyl	NH_2	Ph	NMe_2
2-oxazolyl	NH_2	Ph	NMe_2
3-isoxazolyl	NH_2	Ph	NMe_2
2-furanyl	NH_2	Ph	NMe_2
3-furanyl	NH_2	Ph	NMe_2



R^2	$R^{sub'}$	R^6	$R^{1'}$
2,5-difluorophenyl	phenyl	Ph	NMe_2
2,5-difluorophenyl	4-nitrophenyl	Ph	NMe_2
2,5-difluorophenyl	4-trifluoromethylphenyl	Ph	NMe_2
2,5-difluorophenyl	4-chlorophenyl	Ph	NMe_2
2,5-difluorophenyl	CO_2Me	Ph	NMe_2
2,5-difluorophenyl	4-pyridyl	Ph	NMe_2
2,5-difluorophenyl	3-pyridyl	Ph	NMe_2
2,5-difluorophenyl	2-pyridyl	Ph	NMe_2
2,5-difluorophenyl	2-imidazolyl	Ph	NMe_2
2,5-difluorophenyl	$CONH_2$	Ph	NMe_2



R^2	$R^{sub"}$	R^6	$R^{1'}$
2,5-difluorophenyl	phenyl	Ph	NMe_2
2,5-difluorophenyl	4-nitrophenyl	Ph	NMe_2
2,5-difluorophenyl	4-trifluoromethylphenyl	Ph	NMe_2
2,5-difluorophenyl	4-chlorophenyl	Ph	NMe_2
2,5-difluorophenyl	CO_2Me	Ph	NMe_2
2,5-difluorophenyl	4-pyridyl	Ph	NMe_2
2,5-difluorophenyl	3-pyridyl	Ph	NMe_2
2,5-difluorophenyl	2-pyridyl	Ph	NMe_2
2,5-difluorophenyl	2-imidazolyl	Ph	NMe_2
2,5-difluorophenyl	4-cyanophenyl	Ph	NMe_2



R^2	$W\text{-}R^5$	R^6	$R^{1'}$
2,5-difluorophenyl	$-CH_2CF_2CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2OCH_2CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2CH_2CH(CHF_2)NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2S(O)_2CH_2CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2OCF_2CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2CH_2CF_2CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2CH_2CH_2CH(CHF_2)NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2CH(OH)CH_2CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2CH(OH)CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2C(O)CH_2CH_2NH_2$	Ph	NMe_2

or a pharmaceutically acceptable salt or stereoisomer thereof.

10. A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

11. A method of treating or preventing cancer in a mammal in need of such treatment that is comprised of administering to said mammal a therapeutically effective amount of a compound of Claim 1.

12. A method of treating cancer or preventing cancer in accordance with Claim 11 wherein the cancer is selected from cancers of the brain, genitourinary tract, lymphatic system, stomach, larynx and lung.

13. A method of treating or preventing cancer in accordance with Claim 11 wherein the cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, gioblastomas and breast carcinoma.

14. A process for making a pharmaceutical composition which comprises combining a compound of Claim 1 with a pharmaceutically acceptable carrier.

15. The composition of Claim 9 further comprising a second compound selected from:

1) an estrogen receptor modulator,
2) an androgen receptor modulator,
3) a retinoid receptor modulator,
4) a cytotoxic agent,
5) an antiproliferative agent,
6) a prenyl-protein transferase inhibitor,
7) an HMG-CoA reductase inhibitor,
8) an HIV protease inhibitor,
9) a reverse transcriptase inhibitor,
10) an angiogenesis inhibitor, and
11) a PPAR-γ agonist,
12) a PPAR-δ agonists;

13) an inhibitor of cell proliferation and survival signaling, and

14) an agent that interfers with a cell cycle checkpoint.

16. The composition of Claim 15, wherein the second compound is an angiogenesis inhibitor selected from the group consisting of a tyrosine kinase inhibitor, an inhibitor of epidermal-derived growth factor, an inhibitor of fibroblast-derived growth factor, an inhibitor of platelet derived growth factor, an MMP inhibitor, an integrin blocker, interferon-α, interleukin-12, pentosan polysulfate, a cyclooxygenase inhibitor, carboxyamidotriazole, combretastatin A-4, squalamine, 6-O-(chloroacetyl-carbonyl)-fumagillol, thalidomide, angiostatin, troponin-1, and an antibody to VEGF.

17. The composition according to Claim 10 further comprising a proteosome inhibitor.

18. The composition according to Claim 10 further comprising a aurora kinase inhibitor.

19. The composition according to Claim 10 further comprising a Raf kinase inhibitor.

20. The composition according to Claim 10 further comprising a serine/threonine kinase inhibitor.

21. The composition according to Claim 10 further comprising an inhibitor of another mitotic kinesin which is not KSP.

22. The composition of Claim 16, wherein the second compound is an estrogen receptor modulator selected from tamoxifen and raloxifene.

23. A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy.

24. A method of treating or preventing cancer that comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a compound selected from:

1) an estrogen receptor modulator,
2) an androgen receptor modulator,
3) a retinoid receptor modulator,
4) a cytotoxic agent,
5) an antiproliferative agent,
6) a prenyl-protein transferase inhibitor,
7) an HMG-CoA reductase inhibitor,
8) an HIV protease inhibitor,
9) a reverse transcriptase inhibitor,
10) an angiogenesis inhibitor,
11) PPAR-γ agonists,
12) PPAR-δ agonists,
13) an inhibitor of inherent multidrug resistance,
14) an anti-emetic agent,
15) an agent useful in the treatment of anemia,
16) an agent useful in the treatment of neutropenia,
17) an immunologic-enhancing drug,
18) an inhibitor of cell proliferation and survival signaling, and
19) an agent that interfers with a cell cycle checkpoint.

25. A method of treating cancer that comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy and a compound selected from:

1) an estrogen receptor modulator,
2) an androgen receptor modulator,
3) a retinoid receptor modulator,
4) a cytotoxic agent,
5) an antiproliferative agent,
6) a prenyl-protein transferase inhibitor,
7) an HMG-CoA reductase inhibitor,
8) an HIV protease inhibitor,

9) a reverse transcriptase inhibitor,
10) an angiogenesis inhibitor,
11) PPAR-γ agonists,
12) PPAR-δ agonists,
13) an inhibitor of inherent multidrug resistance,
14) an anti-emetic agent,
15) an agent useful in the treatment of anemia,
16) an agent useful in the treatment of neutropenia,
17) an immunologic-enhancing drug,
18) an inhibitor of cell proliferation and survival signaling, and
19) an agent that interfers with a cell cycle checkpoint.

26. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and paclitaxel or trastuzumab.

27. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and a GPIIb/IIIa antagonist.

28. The method of Claim 27 wherein the GPIIb/IIIa antagonist is tirofiban.

29. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a COX-2 inhibitor.

30. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a proteosome inhibitor.

31. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with an aurora kinase inhibitor.

32. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a Raf kinase inhibitor.

33. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a serine/threonine kinase inhibitor.

34. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with an inhibitor of a mitotic kinesin that is not KSP.

35. A method of modulating mitotic spindle formation which comprises administering a therapeutically effective amount of a compound of Claim 1.

36. A method of inhibiting the mitotic kinesin KSP which comprises administering a therapeutically effective amount of a compound of Claim 1.